



NORTH AMERICAN CAR CORPORATION

33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

RECORDATION NO. 6554-F
Filed 1428

MAR 13 1981 - 10 01 AM
INTERSTATE COMMERCE COMMISSION

February 12, 1981

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Section 11303 Filing: Supplement Agreement dated as of February 12, 1981, ("Supplement") to Equipment Trust Agreement dated as of February 1, 1972, ("Agreement") by and between North American Car Corporation (the "Company") and Northern Trust Company (the "Trustee").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplement. The Agreement was recorded with the Interstate Commerce Commission and was assigned recordation number 6554.

Under the Agreement, the Trustee leases the equipment subject thereto to the Company and the Company guarantees the payment of principal and interest on the equipment trust certificates issued under the Agreement, all in accordance with the Agreement.

The general description of the equipment which the Supplement subjects to the terms of the Agreement is as stated in Exhibit A of the Supplement. The Company will be the Vendor of such equipment to the Trustee.

The general description of the equipment which the Supplement releases from the terms of the Agreement is as stated in Exhibit I to the Supplement.

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10.00 as the recording fee for the Supplement.

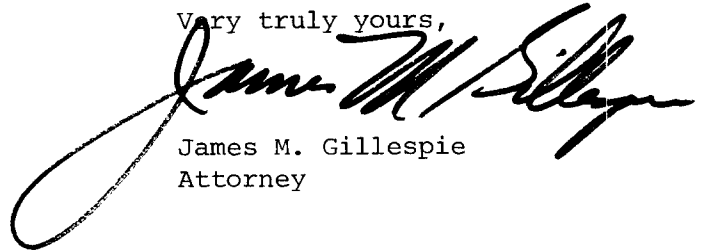
Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts

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for record in your office and to return the remaining copies, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

A handwritten signature in dark ink, appearing to read "James M. Gillespie". The signature is fluid and cursive, with a large loop at the end of the last name.

James M. Gillespie
Attorney

JMG/dak
enclosures

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

RECORDATION NO. 6554 F Filed 1426

MAR 13 1981 - 11 00 AM
INTERSTATE COMMERCE COMMISSION

This Supplement dated as of February 12, 1981 (the "Supplement"), to the Equipment Trust Agreement dated as of February 1, 1972, (the "Agreement"), by and between North American Car Corporation (the "Company") and The Northern Trust Company, as Trustee, (the "Trustee").

W I T N E S S E T H

WHEREAS, pursuant to Section 5.06 of the Agreement, the Company wishes to transfer to the Trustee and subject to the terms of the Agreement the equipment described in Schedule A hereto in substitution for the Equipment described in Schedule I hereto, constituting a part of the Trust Equipment which has become worn out, unsuitable for use, lost or destroyed and

WHEREAS, Section 5.03 of the Agreement provides that in the event the Company shall cause to be transferred to the Trustee Equipment in addition to, or in substitution for, any of the Equipment specifically described in or subjected to the Agreement, that such additional or substituted Equipment shall be included as a part of the Trust Equipment by a Supplement to the Agreement, and shall be subjected to all the terms and conditions of said Agreement as though it had been part of the Trust Equipment specifically described in the Agreement;

NOW THEREFORE, it is hereby agreed that the equipment described in Schedule A is hereby included as part of the Trust Equipment, as defined in the Agreement, and is made subject to all the terms and conditions of the Agreement and that the equipment described in Schedule I is hereby released from the terms and conditions of the Agreement and shall no longer constitute Trust Equipment under the Agreement.

Except as amended herein, the Agreement will continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

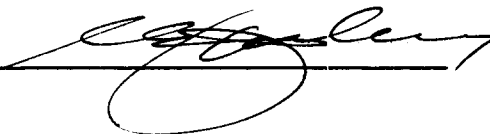
By 

(Corporate Seal)

ATTEST:


Assistant Secretary

THE NORTHERN TRUST COMPANY,
as Trustee

By 

(Corporate Seal)

ATTEST:



STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th day of February, 1981, before me personally appeared Robert M. Saball, to me personally known, who being by me duly sworn, says that he is a Vice President of North American Car Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lura Prueett
Notary Public

My Commission Expires:

My Commission Expires March 20, 1983

State of Illinois)
) SS
County of Cook)

On this 10th day of March, 1981, before me personally appeared R. E. JACKMAN, to me personally known, says that he is a VICE PRESIDENT of The Northern Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cecilia B. Bovey
Notary Public

My Commission Expires:

My Commission Expires September 12, 1982

NORTH AMERICAN CAR CORPORATION
FIRST 1972 EQUIPMENT TRUST
RELEASED CARS

SCHEDULE I

QUANTITY	DESCRIPTION	SERIAL NUMBER	FAIR VALUE (DETERMINED) IN ACCORDANCE WITH SECTION 1.01 OF THE AGREEMENT)	UNIT OF EQUIPMENT FIRST PUT INTO USE NOT LATER THAN THIS DATE
3	4400 Cubic Foot All Door Cars	4423, 4451, 4461	\$ 47,785.28	12/71
3	13,700 Gallon Capacity Tank Cars	13603, 13604, 13622	36,572.88	12/71
7	8,000 Gallon Capacity Tank Cars	18150, 18163, 18167-18169, 18214, 19598	6,095.94	12/71
1	20,600 Gallon Capacity Tank Car	23774	11,416.08	12/70
3	10,100 Gallon Capacity Tank Cars	26435, 27258, 27259	20,880.65	12/70
6	33,900 Gallon Capacity Tank Cars	34867, 34868, 34869, 34880, 34927, 34951	128,638.21	12/71
1	4400 Cubic Foot Hopper	48505	11,624.09	12/71
1	3500 Cubic Foot Hopper	51083	4,488.22	12/71
			<u>\$267,501.35</u>	

SCHEDULE A

NORTH AMERICAN CAR CORPORATION
FIRST 1972 SERIES EQUIPMENT TRUST
REPLACEMENT CARS

<u>Quantity</u>	<u>Description</u>	<u>Serial Number</u>	<u>Original Cost (As Defined In Agreement)</u>	<u>Fair Value to the Company (Determined In Accordance With Section 1.01 of The Agreement)</u>	<u>Unit of Equipment First Put Into Use Not Earlier Than This Date</u>
38	70 Foot Flat Cars	16512-16522, 16524-16526, 16528-16535, 16553-16554, 16556-16569	\$973,267.40	\$272,514.87	12/62